

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

June __, 2001

Salt Lake City
50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

RECORDATION NO. 23528-B FILED

JUN 27 '01 5-00 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Re: The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Financing
BNSF 2001-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Lease Supplement No. 1 (BNSF 2001-C), dated as of June 28, 2001, between The Burlington Northern and Santa Fe Railway Company, as lessee (the "*Lessee*") and Wilmington Trust Company, as lessor (the "*Lessor*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (BNSF 2001-C), dated as of June 28, 2001, between Lessor and Lessee which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 consists of 225 Grain Covered Hopper Cars bearing the reporting marks within the series BNSF 476711 through BNSF 476968; 220 Sugar Hopper Cars bearing the reporting marks within the series BNSF 450410 through BNSF 450649; 100 5 Well Double Stack Cars bearing the reporting marks within the series BNSF 237300 through 237399, inclusive; 15 Dash 9-44 CW Diesel Locomotives bearing the reporting marks within the series BNSF 5353 through 5367, inclusive; and 5 SD70MAC Diesel Electric Locomotives bearing the

1228720.01.03
1535632

Law Offices of
CHAPMAN AND CUTLER

reporting marks within the series BNSF 8985 through BNSF 8985, inclusive; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Memorandum of Lease Supplement No. 1 (BNSF 2001-C) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor and The Burlington Northern and Santa Fe Railway Company, as Lessee.

A fee of twenty-eight four dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1600 K Street, N.W.
Suite 200
Washington, D.C 20016-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/b
Enclosures

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars	225	BNSF 476711 through BNSF 476719, inclusive, BNSF 476753 through BNSF 476968, inclusive
Sugar Hopper Cars	220	BNSF 450410 through BNSF 450411, inclusive, BNSF 450425, BNSF 450431, BNSF 450434 through BNSF 450649, inclusive
5 Well Double Stack Cars	100	BNSF 237300 through BNSF 237399, inclusive
Dash 9-44 CW Diesel Electric Locomotives	15	BNSF 5353 through BNSF 5367, inclusive
SD70MAC Diesel Electric Locomotives	5	BNSF 8985 through BNSF 8989, inclusive

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2001-C)**

Memorandum of Lease Supplement No. 1, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

W I T N E S S E T H :


1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-C), dated as of June 1, 2001 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2001-C), dated June 28, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By 
Name: Anna Delgado
Title: Financial Services Officer

RECORDATION NO. 23528-B FILED

JUN 27 '01 5-00 PM

SURFACE TRANSPORTATION BOARD

Executed on this 20th day of June, 2001.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By _____
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this ____ day of June, 2001.

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(BNSF 2001-C)**

Memorandum of Lease Supplement No. 1, made and entered into as of June 28, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Equipment Lease Agreement (BNSF 2001-C), dated as of June 1, 2001 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease Supplement No. 1 (BNSF 2001-C), dated June 28, 2001, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

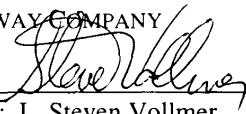
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of June, 2001.

THE BURLINGTON NORTHERN AND SANTA FE
RAILWAY COMPANY

By 
Name: L. Steven Vollmer
Title: General Director-Finance

Executed on this 28th day of June, 2001.

STATE OF Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 2th day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared Anita E. Dallago, who being by me duly sworn, says that (s)he is the Financial Services Officer of TRUST COMPANY, that said instrument was signed on June 2, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Janel R. Havrilla
Name: JANEL R. HAVRILLA
Notary Public NOTARY PUBLIC-DELAWARE
My Commission Expires Feb. 2, 2005
Residing in Wilmington DE

STATE OF TEXAS)
) SS.:
COUNTY OF TARRANT)

On this ____ day of June, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on June __, 2001, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public –
My Commission Expires:
Residing in

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of June, 2001, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on June __, 2001 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

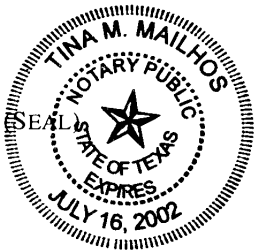
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this 20th day of June, 2001, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that he is the General Director-Finance of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed and sealed on June 20, 2001, on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Tina M. Mailhos
Name: Tina M. Mailhos
Notary Public -
My Commission Expires: 7-16-02
Residing in Fort Worth, TX

EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Grain Covered Hopper Cars	225	BNSF 476711 through BNSF 476719, inclusive, BNSF 476753 through BNSF 476968, inclusive
Sugar Hopper Cars	220	BNSF 450410 through BNSF 450411, inclusive, BNSF 450425, BNSF 450431, BNSF 450434 through BNSF 450649, inclusive
5 Well Double Stack Cars	100	BNSF 237300 through BNSF 237399, inclusive
Dash 9-44 CW Diesel Electric Locomotives	15	BNSF 5353 through BNSF 5367, inclusive
SD70MAC Diesel Electric Locomotives	5	BNSF 8985 through BNSF 8989, inclusive